

Schuyler G. Carroll (SC-1234)  
ARENT FOX PLLC  
1675 Broadway  
New York, New York 10019  
(212) 484-3900

Proposed Attorney for Roy Babitt, Chapter 7 Trustee

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re :  
: Chapter 7  
POLYGON DATA AND VOICE :  
SYSTEM CORP., : Case No. 04-43431 (BRL)  
: :  
Debtor. :  
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**APPLICATION OF ROY BABITT, TRUSTEE, TO  
RETAIN ARENT FOX PLLC AS ATTORNEY TO THE TRUSTEE**

TO: HONORABLE BURTON L. LIFLAND,  
UNITED STATES BANKRUPTCY JUDGE

The application of Roy Babitt, Chapter 7 Trustee (the “Applicant” or the “Trustee”) of the estate of Polygon Data and Voice System Corp. (the “Debtor”), respectfully sets forth and alleges:

1. On November 16, 2004, the Debtor filed a voluntary petition for relief pursuant to section 301 of Chapter 7 of title 11, United States Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the Southern District of New York
2. Applicant was appointed Trustee, has duly qualified and is acting in that capacity.
3. The Trustee conducted the meeting of creditors, pursuant to section 341 of the Bankruptcy Code. Upon review of the petition and other matters, the Trustee found assets and requires further legal counsel involving various matters including review and prosecution of potential preference claims, turnover of estate funds, investigation of alleged secured lien

holders, collection of accounts receivables and claims review. The Trustee contacted Arent Fox PLLC (“Arent Fox”) to further provide legal advice on these matters and such other matters as may arise during the course of this representation.

4. The Trustee desires to retain Arent Fox as counsel to the Trustee and the Debtor’s estate to render legal services *nunc pro tunc* to January 16, 2006 related to this Chapter 7 case for the following purposes:

- a. To provide legal advice with respect to his powers and duties as the Trustee of the Debtor’s estate;
- b. To prosecute litigation and contested matters as necessary;
- c. To prepare any and all necessary legal documents in this case;
- d. To assist the Trustee with the sale of the Debtor’s assets and the filing of the accompanying court documents;
- e. To assist the Trustee with the collection of estate assets and the filing of the accompanying court documents;
- f. To examine and evaluate all proof of claims in the case;
- g. To represent the Trustee in all matters before this Court; and
- h. To perform all other legal services for the Trustee which may be necessary.

5. It is in the best interest of the Debtor’s estate and its economical administration that Arent Fox be authorized to act as counsel to the Trustee and the Debtor’s estate.

6. The Trustee selected Arent Fox because the members and associates of Arent Fox have considerable expertise in the field of bankruptcy, primarily debtor and creditor rights and trustee matters in cases under Chapter 7 and 11 of the Bankruptcy Code.

7. Schuyler Carroll will be primarily responsible for Arent Fox's representation of the Trustee in this matter. Schuyler Carroll is a member of Arent Fox's Bankruptcy Group and for over thirteen years has concentrated in bankruptcy and insolvency business law. Mr. Carroll has written articles and lectured on bankruptcy topics, such as business bankruptcy issues, bankruptcy litigation, valuations and fraudulent conveyances. Mr. Carroll received his J.D. from the St. John's University School of Law (*cum laude*) where he was a member of the St. John's Law Review and received his B.A. from the State University of New York at Binghamton.

8. Arent Fox is a "disinterested person" as that phrase is defined in section 101(14) of the Bankruptcy Code and Arent Fox does not hold or represent any interest adverse to the Applicant or the Debtor's estate with respect to the matters for which it is being retained, except as set forth in the Declaration of Mr. Carroll and the employment of Arent Fox is necessary and in the best interests of the Debtor's estate.

9. Previously, Davidoff Malito & Hutcher LLP ("DMH") was serving as Trustee's counsel. DMH recently informed the Trustee it will no longer continue its practice in this area. Accordingly, the Trustee believes it is in the best interest of the estate and creditors to engage Arent Fox as substitute counsel for all further legal services.

10. As a result of the termination of DMH, in order to avoid delay to creditors and immediate deadlines and hearings, the Trustee was required to engage Arent Fox and request that Arent Fox begin work immediately, beginning as of January 16, 2006. Thus, the Trustee seeks approval of the retention of Arent Fox *nunc pro tunc* to January 16, 2006.

11. No previous application for the relief sought herein has been made to this or any other court, except as described herein.

WHEREFORE, Applicant requests that Arent Fox be retained and employed as attorney for the Trustee and the estate, *nunc pro tunc* to January 16, 2006 with compensation for such legal services to be paid as an administrative expense in such amounts as this Court may hereafter determine and allow and other further relief as may be just and proper.

Dated: New York, New York  
February 7, 2006

By: /s/ Roy Babitt  
ROY BABITT (RB-4555)  
Chapter 7 Trustee  
c/o Anderson Kill & Olick  
1251 Avenue of the Americas  
New York, NY 10020  
212-278-1874